

01-21-05 02:58pm From-

T-352 P.12/61 F-032

# BEST AVAILABLE COPY

## EXHIBIT A

WORLD-WIDEA S S I G N M E N T

WHEREAS, CHUCK TATHAM, RANDY REMME and GERRY SMITH (hereinafter referred to as the "Assignors"), whose full post office addresses are 317 St. Clements Avenue, Toronto, Ontario, Canada, M4R 1H3, 15900 Humber Station Road, Bolton, Ontario, Canada, L7E 5S1 and 1169 Secretariate Road, Newmarket, Ontario, Canada, L3X 1M5, respectively, made an invention entitled:

**SYSTEM AND METHOD FOR PROVIDING INTERNET-BASED  
GROUPWARE APPLICATION FUNCTIONALITY**

(hereinafter referred to as the "Invention") for which a United States Patent Application has been executed on even date herewith.

AND WHEREAS, CHANGEPPOINT INTERNATIONAL CORPORATION (hereinafter referred to as the "Assignee"), whose full post office address is c/o The Corporate Secretary, Whitepark House, Whitepark Road, Box 806E, Bridgetown, Barbados, West Indies, is desirous of acquiring from the Assignor their entire right, title and interest in and to the Invention.

NOW THEREFORE, to all whom it may concern be it known that for and in consideration of the sum of one dollar (\$1.00) to them in hand paid by the Assignee, and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the Assignors do hereby sell, assign and transfer to the Assignee, its successors and assigns, their entire right, title and interest in and to the Invention for all countries and in and to the said United States Patent Application and any continuations, divisions, reissues or re-examinations thereof, and all Letters Patent that may be obtained therefor in the United States of America, and in and to any corresponding patents and patent applications therefor in all other countries.

- 2 -

AND the Assignors hereby authorize and request the Commissioner of Patents to issue United States Letters Patent for the Invention to the Assignee, the assignee of the entire right, title and interest in and to the same, for its sole use and benefit; and for the use and benefit of its successors and assigns, to the full end of the term for which a United States Letters Patent may be granted, as fully and entirely as the same would have been held by them had this assignment and sale not been made.

The Assignors hereby undertake without liability at any time upon request to do everything legally possible to assist the Assignee in the filing and prosecution of any patent application relating to the Invention in any country, to sign such documents and do such things as may be required to give effective legal and registered title of the Assignee to the Invention in any country, all without further consideration but at the expense of the Assignee.

EXECUTED at Toronto this 20<sup>th</sup> day of  
August, 1997.

  
CHUCK TATHAM

STATEMENT OF WITNESS

I, John Fukiwang, whose full post office address is  
43 Brookview Dr., Toronto, Ontario, hereby declare that I was personally present and did see CHUCK TATHAM, who is personally known to me to be the person in the assignment herein, duly sign and execute the same.

Signed at Toronto this 20<sup>th</sup> day of  
August, 1997.

John Fukiwang  
\_\_\_\_\_  
Signature of Witness

- 3 -

EXECUTED at TORONTO this 20<sup>th</sup> day of  
AUGUST, 1997.

RANDY REMME

STATEMENT OF WITNESS

I, John Anhang, whose full post office address is  
43 Brookview Dr., Toronto, Ontario, hereby declare that I was personally  
present and did see RANDY REMME, who is personally known to me to be the person in  
the assignment herein, duly sign and execute the same.

Signed at Toronto this 20<sup>th</sup> day of  
August, 1997.

John Anhang  
Signature of Witness

EXECUTED at Toronto this 20<sup>th</sup> day of  
August, 1997.

Gerry Smith  
GERRY SMITH

STATEMENT OF WITNESS

I, John Anhang, whose full post office address is  
43 Brookview Dr., Toronto, Ontario, hereby declare that I was personally  
present and did see GERRY SMITH, who is personally known to me to be the person in  
the assignment herein, duly sign and execute the same.

Signed at Toronto this 20<sup>th</sup> day of  
August, 1997.

John Anhang  
Signature of Witness

*Assignment - World - application*

## ASSIGNMENT

WHEREAS, we,

**TATHAM, Charles Edward**

**REMME, Randall Nelson**

**SMITH, Gerald William**

hereinafter referred to as Assignor, whose full post office addresses are,

**317 St. Clements Avenue, Toronto, Ontario M4R 1H3, Canada**

**15900 Humber Station Road, Bolton, Ontario L7E 5S1, Canada**

**1169 Secretariate Road, Newmarket, Ontario L3X 1M5, Canada**

have made an invention relating to and entitled:

**WEB-BASED GROUPWARE SYSTEM**

as fully set forth and described in an application for Letters Patent of Canada identified as:

**Serial number 2,221,790 filed on November 19, 1997;**

AND WHEREAS,

**Changepoint International Corporation**

hereinafter referred to as Assignee, whose full post office address is

**Bay House, Bay Street, Bridgetown, St. Michael's, Barbados**

desires to acquire our entire right, title and interest in and to said invention;

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we do hereby sell, assign, transfer and set over to Assignee, its successors, assigns, or legal representatives, our entire right, title and interest for Canada and all other countries throughout the World in and to said invention, together with our entire right, title and interest in and to said application and any foreign applications corresponding thereto and any and all Letters Patent which may issue for said invention, including any and all divisions, reissues, continuations and extensions to said Letters Patent, to the full end of the term for which each said Letters Patent may be granted, and including the right to claim priority, based on said application, under the terms of any international Convention, the same to be held and enjoyed as fully and completely as the same would have been held and enjoyed by us had this Assignment not been made.

AND WE, on behalf of ourselves and our executors and administrators, hereby covenant and agree to do all such lawful acts and things and to execute without further consideration such further lawful assignments, documents, assurances, applications and other instruments as may reasonably be

*Orange Chari Pillay*

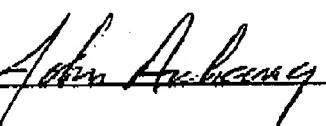
required by said Assignee, its successors, assigns, or legal representatives, to obtain any and all Letters Patent for said invention and vest the same in said Assignee, its successors, assigns, or legal representatives.

SIGNED at Richmond Hill Ontario this 9<sup>th</sup> day of  
March, 1998.

By:   
Name: Charles Edward Tatham

STATEMENT BY WITNESS

I, John Anhang, whose full post office address is:  
43 Brookview Drive, Toronto, Ontario, Canada was personally present and did see Charles Edward Tatham who is known to me, execute the above assignment.

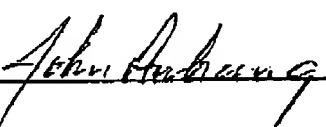
By: 

SIGNED at Richmond Hill, Ontario this 9<sup>th</sup> day of  
March, 1998.

By:   
Name: Randall Nelson Remme

STATEMENT BY WITNESS

I, John Anhang, whose full post office address is:  
43 Brookview Drive, Toronto, Ontario, Canada was personally present and did see Randall Nelson Remme who is known to me, execute the above assignment.

By: 

Orange & Associates (10/96)

SIGNED at Richmond Hill, Ontario this 9<sup>th</sup> day of  
March 1998.

By:   
Name: Gerald William Smith

STATEMENT BY WITNESS

I, John Anhang, whose full post office address is:  
43 Brookview Drive, Toronto, Ontario, Canada, was personally present and did see Gerald William Smith who is known to me execute the above assignment.

By:





FORM 6

COMPANY NO. 10484

## COMPANIES ACT OF BARBADOS

## CERTIFICATE OF AMENDMENT

INVOLV INTERNATIONAL CORPORATION

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Name of Company

I hereby certify that the articles of the above-mentioned company were amended.

Under Section 15 of the Companies Act in accordance with the attached notice;

under Section 33 of the Companies Act as set out in the attached Articles of Amendment designating a series of shares;

Under Section 203 of the Companies Act as set out in the attached Articles of Amendment/Re-organisation/Arrangement/Order.

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\_\_\_\_\_  
Registrar of Companies(3)

May 18th, 1999

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\_\_\_\_\_  
Date of Amendment

(COMPANIES ACT OF BARBADOS  
(Sections 33 and 203)

## ARTICLES OF AMENDMENT

1 Name of Company

2 Company No.

CHANGEPPOINT INTERNATIONAL CORPORATION

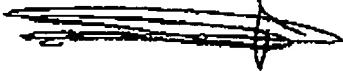
10484

3. The articles of the above named company are amended as follows:

Pursuant to Section 197(1)(a) of the Companies Act Cap. 308 the Articles of Incorporation of the Company be amended as follows:

To change the name of the Company to :

INVOLV INTERNATIONAL CORPORATION

| Date                  | Signature   | Title  |
|-----------------------|---|--|
| APRIL 7, 1999         | <br>William Peter Douglas | Director   |
| For internal use only | RECEIVED<br>APR 7 1999<br>10.37 AM HASTINGS BUSINESS SERVICES LTD   | DEC 22, 99 10.37 AM HASTINGS BUSINESS SERVICES LTD |

COMPANIES ACT OF BARBADOS  
(Version 18 of 2001)

## SCHEDULE TO ARTICLES OF AMENDMENT

| Name of Society                             | Company No.  |
|---|--------------|
| <u>CHANGEPONT INTERNATIONAL CORPORATION</u> | <u>10484</u> |

NOTICE IS HEREBY GIVEN that on the 16<sup>th</sup> day of April, 1999 the following resolution was passed as a Special Resolution of the shareholders of Changepoint International Corporation, an International Business Company:

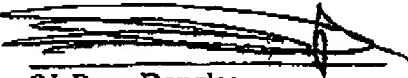
## "BE IT RESOLVED:-

1. THAT the Articles of Incorporation of the Company be amended, pursuant to Section 197(1)(a) of the Companies Act of Barbados, Cap. 308 to change the name of the Company to the following:

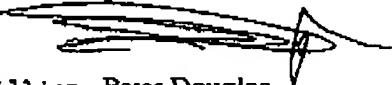
## INVOLV INTERNATIONAL CORPORATION

2. THAT the directors and officers of the Company, or any one of them be and are hereby authorized and directed, on behalf of the Company, to sign and file with the Registrar of Companies Articles of Amendment, in the prescribed form, and to deliver all other documents and to do all things necessary to effect the said amendment to the Articles."

Certified as a true extract of the special resolution.



W. Peter Douglas  
Director

| Date           | Signature   | Title    |
|----------------|---|----------|
| APRIL 19, 1999 | <br>William Peter Douglas | Director |



Form 14

**COMPANIES ACT OF BARBADOS**  
**REQUEST FOR NAME SEARCH AND NAME RESERVATION**

1 Name, Address and telephone number of person making request

Hastings Business Services Limited  
 Hastings, Christ Church  
 BARBADOS

Telephone No. 437-7478/79

2 Proposed name or names in order of preference

- (a) INVOLVE INTERNATIONAL CORPORATION  
 (b) .....  
 (c) .....

3 Main types of business the company carries on or proposes to carry on:

- (a) International Business Company  
 (b) Investing in real estate and/or corporate securities  
 (c) .....

4 Derivation of Name:

5 First available name to be reserved: Yes  No 

6 Name is for: Change of Name

7 If for a change of name, state present name of company

CHANGEPOINT INTERNATIONAL CORPORATION

8 If for an amalgamation, state names of amalgamating companies:

Not applicable

For Ministry use only

**APPROVED**

Names reserved until (specify date)

99-07-15

1-  2-  3- 

For Director

REGISTERED

See attached letter if name not reserved

Date received

Request received by

99-04-16